

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Re: D.I. 89, 223, 244, 267 & 460**

**DEBTORS' AND U.S. TRUSTEE'S JOINT WITNESS  
AND EXHIBIT LIST FOR HEARING SCHEDULED FOR  
OCTOBER 5, 2023 AT 10:30 A.M. (PREVAILING EASTERN TIME)**

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) and the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**,” and together with the Debtors, the “**Parties**”)), respectfully file this joint witness and exhibit list (the “**Witness and Exhibit List**”) identifying the individual(s) that the Debtors may call as witnesses and the exhibits that the Parties may introduce into evidence at the hearing to be held on October 5, 2023, starting at 10:30 a.m. (prevailing Eastern Time) before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

The Parties reserve the right to amend and/or supplement this Witness and Exhibit List at any time prior to or at the Hearing, to call any of the witnesses on the list below, to call any witness necessary to authenticate documents (to the extent necessary), and to call any witness to provide rebuttal or impeachment testimony (as appropriate).

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<sup>1</sup>The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corporation (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

**DEBTORS' WITNESSES**

**A. The Honorable Kevin Gross (Ret.)**

- a. Mr. Gross is Of Counsel at Richards, Layton & Finger, P.A., and is based in Wilmington, Delaware.
- b. If necessary, Mr. Gross will testify remotely via Zoom. The content of Mr. Gross's testimony is set forth in (i) the *Declaration of Kevin Gross in Support of Debtors' Application to Retain and Employ Richards, Layton & Finger, P.A. As Co-Counsel Effective as of the Petition Date* [Docket No. 89-3] (the "**Initial Gross Declaration**"), (ii) the *Supplemental Declaration of Kevin Gross in Support of Debtors' Application to Retain and Employ Richards, Layton & Finger, P.A. As Co-Counsel Effective as of the Petition Date* [Docket No. 223] (the "**Supplemental Gross Declaration**"), and (iii) the *Second Supplemental Declaration of Kevin Gross in Support of Debtors' Application to Retain and Employ Richards, Layton & Finger, P.A. As Co-Counsel Effective as of the Petition Date* [Docket No. 244] (the "**Second Supplemental Gross Declaration**," and together with the Initial Gross Declaration and the Supplemental Gross Declaration, the "**Gross Declarations**").
- c. Mr. Gross will have a copy of the Gross Declarations, and other relevant exhibits.
- d. The Office of the United States Trustee has consented to the admission of the Gross Declarations, does not presently intend to cross-examine Mr. Gross, and has reserved its right to conduct cross-examination regarding any additional direct testimony.

**B. Melissa Leonard**

- a. Ms. Leonard is the Executive Vice President, General Counsel & Secretary of the Debtors, and is based in Lordstown, Ohio.
- b. If necessary, Ms. Leonard will testify remotely via Zoom. The content of Ms. Leonard's testimony is set forth in the *Declaration of Melissa A. Leonard in Support of Debtors' Application to Retain and Employ Richards, Layton & Finger, P.A. As Co-Counsel Effective as of the Petition Date* [Docket No. 89-4] (the "**Leonard Declaration**").
- c. Ms. Leonard will have a copy of the Leonard Declaration, and other relevant exhibits.
- d. The Office of the United States Trustee has consented to the admission of the Leonard Declaration, does not presently intend to cross-examine Ms. Leonard, and has reserved its right to conduct cross-examination regarding any additional direct testimony.

**Exhibits**

<b>Ex. No.</b>	<b>Description</b>	<b>Docket No. (if available)</b>
1.	Chapter 11 petition of Lordstown Motors Corp, Case No. 23-10831 (MFW)	Docket No. 1
2.	Chapter 11 petition of Lordstown EV Corporation, Case No. 23-10832 (MFW)	Case No. 23-10832, Docket No. 1
3.	Chapter 11 petition of Lordstown EV Sales LLC, Case No. 23-10833 (MFW)	Case No. 23-10833, Docket No. 1
4.	<i>Declaration of Adam Kroll in Support of Debtors' Chapter 11 Petitions and First Day Motions</i> (Debtors and U.S. Trustee designate ¶ 54-57)	Docket No. 15
5.	Gross Declaration	Docket No. 89, Ex. B
6.	Leonard Declaration	Docket No. 89, Ex. C
7.	Supplemental Gross Declaration	Docket No. 223
8.	Second Supplemental Gross Declaration	Docket No. 244
9.	Amended Complaint filed on Aug. 27, 2021 in <i>In re Lordstown Motors Corp. Shareholder Derivative Litig.</i> , No. 21-00604-SB (D.Del.) (the “ <b>District Court Derivative Action</b> ”)	Docket No. 267, Ex. A
10.	Verified Amended Class Action Complaint, filed on July 29, 2022 in <i>In re Lordstown Motors Corp. Stockholders Litigation</i> , C.A. No. 2021-1066-LWW (Del. Ch.) (the “ <b>Direct Action</b> ”)	Docket No. 267, Ex. B
11.	Engagement letter between Richards, Layton & Finger, P.A. and Lordstown Motors Corp., dated June 22, 2023	Docket No. 460, Ex. A
12.	Conflict waiver letter regarding Direct Action, dated June 20, 2023	Docket No. 460, Ex. B
13.	Conflict waiver letter regarding District Court Derivative Action, dated June 20, 2023	Docket No. 460, Ex. C
14.	Emails among Richards, Layton & Finger, P.A. and Lordstown Motor Corp. regarding conflicts waiver, dated June 30, 2023	Docket No. 460, Ex. D-1
15.	Emails among Richards, Layton & Finger, P.A. and Director Defendant regarding conflict waiver, dated July 19, 2023	Docket No. 460, Ex. D-2
16.	Emails among Richards, Layton & Finger, P.A. and Director Defendants regarding conflict waiver, dated July 19, 2023	Docket No. 460, Ex. D-3
17.	Docket sheet from litigation captioned <i>In re Lordstown Motors Corp. Sec. Litig.</i> , No. 4:21-cv-616-DAR (N.D. Ohio) (the “ <b>Ohio Action</b> ”)	Docket No. 460, Ex. E
18.	Docket sheet from Direct Action	Docket No. 460, Ex. F
19.	Docket sheet from District Court Derivative Action	Docket No. 460, Ex. G

20.	Docket sheet from litigation captioned <i>Cormier v. Burns</i> , C.A. No. 2021-1049-LWW (Del. Ch.) (the “ <b>Chancery Derivative Action</b> ”)	Docket No. 460, Ex. H
21.	<i>Lordstown Motors Corp. v. Amin (In re Lordstown Motors Corp.)</i> , Adv. Pro. No. 23-50428 (MFW), Case No. 23-10831 (MFW) (Bankr. D. Del.) Aug. 3, 2023 H’rg Tr. (Debtors designate 32:15-18, 34:5-16, 42:21-43:10, 57:24-58:9, 105:1-15, 105:20-22; 105:25-106:3) (U.S. Trustee designates 102:21-107:2)	Docket No. 460, Ex. I
22.	<i>[Revised Proposed] Order Authorizing the Debtors’ to Retain and Employ Richards, Layton &amp; Finger, P.A. As Co-Counsel Effective as of the Petition Date</i>	Docket No. 460, Ex. J
23.	<i>Suggestion of Bankruptcy and Notice of the Automatic Stay</i>	Ohio Action, Docket No. 78
24.	<i>Amended Suggestion of Bankruptcy and Notice of the Automatic Stay</i>	Ohio Action, Docket No. 79
25.	Schedules of Assets and Liabilities – Lordstown Motors Corp.	Docket No. 211
26.	Amended Schedules of Assets and Liabilities – Lordstown Motors Corp.	Docket No. 378
27.	<i>Joint Chapter 11 Plan of Lordstown Motors Corp. and its Affiliated Debtors</i>	Docket No. 360
28.	<i>Disclosure Statement Pursuant to 11 U.S.C. § 1125 with Respect to Joint Chapter 11 Plan of Lordstown Motors Corp. and its Affiliated Debtors</i>	Docket No. 361
29.	<i>Debtors’ Motion for Entry of an Order (I) Approving the Disclosure Statement and the Form and Manner of Notice, (II) Approving Plan Solicitation and Voting Procedures, (III) Approving Forms of Ballots, (IV) Approving Form, Manner, and Scope of Confirmation Notices, (V) Establishing Certain Deadlines in Connection with Approval of the Disclosure Statement and Confirmation of the Plan, and (VI) Granting Related Relief</i>	Docket No. 467
30.	Complaint for Injunctive Relief filed on July 5, 2023 in <i>Lordstown Motors Corp. v. Amin (In re Lordstown Motors Corp.)</i> , Adv. Pro. No. 23-50428 (MFW), Case No. 23-10831 (Bankr. D. Del.) (the “ <b>Amin Adversary</b> ”)	Amin Adversary, Docket No. 1
31.	<i>Debtors’ Motion to Extend the Automatic Stay and For Injunctive Relief Pursuant to 11 U.S.C. § 105, and Request for Hearing Date</i>	Amin Adversary, Docket No. 2
32.	<i>Brief in Support of the Debtors’ Motion to Extend the Automatic Stay and For Injunctive Relief Pursuant to 11 U.S.C. § 105, and Request for Hearing Date</i> filed in <i>Lordstown Motors Corp. v. Amin (In re Lordstown Motors Corp.)</i> , Adv. Pro. No. 23-50428 (MFW), Case No. 23-10831 (Bankr. D. Del.) (the “ <b>Amin Adversary</b> ”)	Amin Adversary, Docket No. 6
33.	March 9, 2022 coverage position letter sent by the Counsel to AXA XL, the Claims Manager for XL Specialty Insurance Company to DiamondHead Partners	Amin Adversary, Docket No. 24, Ex. K

34.	Greenwich Insurance Company Management Liability and Company Reimbursement Insurance Policy issued by XL Specialty Insurance Company to DiamondPeak Holdings for period commencing February 27, 2019.	Amin Adversary, Docket Nos. 16, 15 and 24, Ex. J
35.	April 27, 2022, Coverage Determination Letter from Jonathan S. Zelig to Melissa Leonard	N/A
36.	Coverage Determination Letter from Melinda S. Nenning to Melissa Leonard	N/A
37.	Lordstown Motors Corporation By-Laws	Amin Adversary, Docket No. 4, Ex. F
38.	Lordstown EV Corporation's By-Laws	Amin Adversary, Docket No. 4, Ex. G
39.	DiamondPeak Holding Corp.'s By-Laws	Amin Adversary, Docket No. 4, Ex. H
40.	Delaware Director and Officer Indemnification Agreements	Amin Adversary, Docket No. 4, Ex. I
41.	Schedules of insurance for the Debtors' D&O Policies	Amin Adversary, Docket No. 4, Ex. J
42.	<i>Certification of Counsel Concerning Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Winston and Strawn LLP as Debtors' Special Litigation Counsel, Effective as of August 15, 2023</i>	Docket No. 498
43.	Verified Shareholder Derivative Complaint, filed on Dec. 08, 2021 in the Chancery Derivative Action	Chancery Derivative Action, Docket No. 5

Dated: October 3, 2023

Wilmington Delaware

Respectfully submitted,

/s/ James F. McCauley

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